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## Anti-Bribery & Anti-Corruption Policy

Rev	Date	Description	By	Reviewed	Approved
A	23/09/2021	Issued for Use	M Blandford	M Shackleton	Board of Directors

### 1. PURPOSE

Australian Potash Limited (**APC** or **the Company**) is committed to responsible corporate governance and to conducting its business lawfully, ethically, and honestly, and will not tolerate any Bribery or corrupt behaviour that is intended to obtain unlawful, improper, dishonest, or corrupt benefit or advantage for the Company or its Personnel. Bribery and Corruption seriously undermine integrity and fairness in open, competitive markets, and compromise the development of trade opportunities.

The Company has implemented this Policy to illustrate its commitment to and standards for preventing Bribery and Corruption. This Policy also outlines the Company's management of gifts and benefits, which protects Personnel and minimises potential negative consequences for both Personnel and the Company.

The purpose of this Policy is to:

- (a) set out the responsibilities of the Company and its Personnel in upholding the Company's commitment to preventing any form of Bribery or Corruption; and
- (b) provide information and guidance to Personnel on how to recognise and deal with any potential Bribery and Corruption issues.

### 2. SCOPE

This *Anti-Bribery and Anti-Corruption Policy* applies to all Personnel, and applies globally. To the extent Local Laws in any countries are more rigorous or restrictive than this Policy, those Local Laws should be followed by any subsidiary operating in that country. Where a country has specific bribery and corruption Local Laws which are less rigorous than this *ABAC Policy*, the Policy prevails.

This Policy sets out the Company's requirements in relation to interactions with Officials and Third Parties. It does not prohibit interactions with Officials, rather it forbids corrupt interactions with those individuals.

The prevention, detection and reporting of Bribery and other forms of Corruption are the responsibility of all those working for the Company or under its control. This Policy supplements, and does not replace, the Company's *Code of Conduct (APC-CP-BG-CO-0001)*.

The Policy is subject to change from time to time at the Company's discretion and in accordance with applicable laws. This Policy is authorised by the Board of the Company and cannot be amended without the prior approval of the Board.

### 3. OBJECTIVE

The Company is committed to preventing any form of Corruption and Bribery and to upholding all laws relevant to these issues, including Anti-Corruption Legislation. In order to support this commitment, the Company has adopted this *ABAC Policy* to ensure that it has effective procedures in place to prevent Corruption and Bribery.

This Policy also meets the Company's obligations under Recommendation 3.4 of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations – 4<sup>th</sup> edition for an anti-bribery and corruption policy.

**4. DEFINITION & ACRONYMS**

ABAC Policy	This <i>Anti-Bribery &amp; Anti-Corruption Policy (APC-CP-BG-PY-0006)</i>
APC or the Company	Australian Potash Limited and its subsidiaries
Anti-Corruption Legislation	Includes many laws such as the <i>Criminal Code Act 1995 (Cth)</i> and any applicable anti-corruption laws and regulations applicable to the locations in which the Company operates
Board	Board of Directors of the Company
Bribery	Includes the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage. It can take the form of gifts, loans, fees, kick-backs, rewards, reciprocal favours or other advantages, for example, donations. A bribe could be either a direct or indirect promise, offering, or authorisation, of anything of value designed to exert improper influence. It may involve procuring an intermediary or an agent to make an offer which constitutes a bribe to another person, or whether a bribe is made to an associate of any person who is sought to be influenced.
Business Associates	Means third party companies and individuals (such as joint venture partners, consultants and agents) acting on the Company's behalf, whether directly or indirectly, by representing the Company's interests to foreign governments in relation to international business development or retention of business opportunities
Corruption	The misuse of office, power or influence for private or personal gain
Facilitation Payment	Payments of nominal amounts or other inducement made to persons in order to secure or expedite the performance of a Government Official's routine governmental duties or actions
Gifts, Entertainment and Hospitality	Includes the receipt or offer of presents, meals or tokens of appreciation and gratitude or invitations to events, functions, or other social gatherings, in connection with matters related to the Company's business which: <ul style="list-style-type: none"> <li>(a) fall within reasonable bounds of value and occurrence;</li> <li>(b) do not influence, or are not perceived to influence, objective business judgement; and</li> <li>(c) are not prohibited or limited by applicable laws or applicable industry codes</li> </ul>
Government Official	<ul style="list-style-type: none"> <li>(a) Any politician, political party, party official or candidate of political office;</li> <li>(b) any official or employee of a domestic or foreign government (whether national, state/provincial or local) or agency, department or instrumentality of any domestic or foreign government or any government-owned or controlled entity (including state-owned enterprises);</li> <li>(c) any official or employee of any public international organisation;</li> </ul>

	<p>(d) any person acting in a private or public official function or capacity for such domestic or foreign government, agency, instrumentality, entity or organisation;</p> <p>(e) any person who holds or performs the duties of any appointment created by custom or convention or who otherwise acts in an official capacity (including, some indigenous or tribal leaders who are authorised and empowered to act on behalf of the relevant group of indigenous peoples and members of royal families); or</p> <p>(f) any person who holds themselves out to be an authorised intermediary of a government official</p>
Item of Value	Includes, amongst other things, cash, travel, meals, Gifts, Entertainment and Hospitality, other tangible or intangible benefits or anything of value
Local Laws	Local laws, codes of conduct or other regulations in other countries
Money-laundering	The process by which a person or entity conceals the existence of an illegal source of income and then disguises that income to make it appear legitimate
Official	A Government Official, political party, official or officer of a political party or candidate for political office
Personnel	All persons acting (whether authorised or unauthorised) on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company
Secret Commissions	Offering or giving a commission to an agent or representative of another person that is not disclosed by that agent or representative to their principal to induce or influence the conduct of the principal's business
secure an improper advantage	Includes obtaining any commercial or financial benefit
Third Party	Any individual or organisation other than Officials, with whom Personnel come into contact during the course of their employment or business relationships associated with the Company

**5. RESPONSIBILITY FOR POLICY COMPLIANCE AND TRAINING**

- (a) The Company's Board is responsible for the overall administration of this Policy. The Board will monitor the implementation of this *ABAC Policy* and will review on an ongoing basis its suitability and effectiveness. Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Policy.
- (b) A copy of this Policy will be made available to all Personnel via the Company's intranet and in such other ways as will ensure it is available to Personnel wishing to use it.
- (c) All Personnel are required to understand and comply with this *ABAC Policy* and to follow the reporting requirements set out within. To this end, regular and appropriate training on how to comply with this Policy will be provided to all Personnel by the Board. However, it is the responsibility of all Personnel to ensure that they read, understand and comply with this *ABAC Policy*.

- (d) All Business Associates are required to be made aware of this *ABAC Policy* and to undertake to comply with this *ABAC Policy* in relation to any of their dealings with, for, or on behalf of, the Company.
- (e) The prevention, detection and reporting of Bribery and other improper conduct addressed by this *ABAC Policy* are the responsibility of all those working for or engaged by the Company. All Personnel should be vigilant and immediately report any breaches or suspicious activity to the officer responsible for compliance (Company Secretary).

## **6. CONSEQUENCES OF BREACH**

- (a) Bribery and the related improper conduct addressed by this Policy are offences that will be taken seriously, reviewed and thoroughly investigated by the Company. Depending on the circumstances, the incident may be referred to regulatory and law enforcement agencies.
- (b) A breach of this *ABAC Policy* may also expose Personnel and the Company to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.
- (c) Breach of this Policy by Personnel will be regarded as serious misconduct, leading to disciplinary action, which may include termination of employment.

## **7. POLICY**

### **7.1 General**

- (a) Personnel must:
  - i) understand and comply with this Policy and attend all relevant training;
  - ii) not engage in Bribery or any other form of Corruption or improper conduct;
  - iii) not make Facilitation Payments;
  - iv) not offer, pay, solicit or accept Secret Commissions;
  - v) not engage in Money-laundering;
  - vi) not give or accept Items of Value where to do so might influence, or be perceived to influence, objective business judgement or otherwise be perceived as improper in the circumstances.
  - vii) not make political contributions to Officials on behalf of the Company;
  - viii) obtain required approvals for charitable donations;
  - ix) maintain accurate records of dealings with Third Parties; and
  - x) be vigilant and report any breaches of, or suspicious behavior related to, this *ABAC Policy*.
- (b) This Policy does not prohibit the giving of normal and appropriate hospitality to, or receiving it from, Third Parties, as per section 7.6.

### **7.2 Prohibition against Bribery and Corruption**

- (a) The Company strictly prohibits Personnel engaging in or tolerating Bribery or any other form of Corruption or improper conduct.
- (b) The Company's corporate values require that in all aspects of business all Personnel act honestly, adhere to the highest ethical standards, and act in compliance with all relevant legal requirements. In this respect Personnel must not engage in Bribery or any other form of Corruption.

- (c) The prohibition of Bribery under this *ABAC Policy* includes the provision or conveying of an Item of Value to any Third Party, Official or family members of Officials, whether directly or indirectly, to secure an improper advantage or to obtain or retain business. This means that Personnel must not:
  - i) offer, promise or give an Item of Value with the intention of influencing an Official or Third Party who is otherwise expected to act in good faith or in an impartial manner, to do or omit to do anything in the performance of their role or function, in order to provide the Company with business or an improper advantage; or
  - ii) authorise the payment or provision of Items of Value to any other person, if it is known, or reasonably should have been known, that any portion of that payment or Item of Value will be passed onto an Official or Third Party to secure an improper advantage or obtain or retain business; or
  - iii) engage, or procure, a third party to make a payment or provide an Item of Value to an Official or Third Party, (or to procure another person to make such payment or provision), in order to secure an improper advantage or obtain or retain business.
  
- (d) The prohibition of Bribery under this *ABAC Policy* also includes the request or acceptance of (or the agreement to accept) an Item of Value from an Official or Third Party either:
  - i) intending that, in consequence, a function or activity should be performed improperly (whether by the requestor/acceptor or another person); or
  - ii) where the request, agreement or acceptance itself constitutes the recipient's improper performance of a function or activity; or
  - iii) as a reward for the improper performance of a function or activity (whether by the recipient or another person).

### **7.3 Prohibition on Facilitation Payments, Secret Commissions and Money-laundering**

- (a) The Company does not condone the making of Facilitation Payments, Secret Commissions and Money-laundering.
- (b) Personnel are prohibited from:
  - i) making Facilitation Payments;
  - ii) offering, paying, soliciting or receiving Secret Commissions; and
  - iii) engaging in Money-laundering.

### **7.4 Political Contributions and Charitable Donations**

#### **7.4.1 Political Contributions**

The Company prohibits Personnel from making political contributions to Officials on behalf of the Company. This *ABAC Policy* does not seek to curtail an individual's freedom to make political contributions in their personal capacity.

The context of any other political contributions is key in determining their appropriateness. For instance, it is permissible for the Company to make a payment to attend a political function in circumstances where such payment could not be construed as an attempt to influence the political party.

If you are in any doubt as to the appropriateness of any political contribution, you should consult the Board before it is given or accepted, or otherwise as soon as possible.

### 7.4.2 Charitable Donations

The Company can only make charitable donations that are legal and ethical under Local Laws and practices. In order to ensure that donations made by the Company to charitable organisations are for proper charitable purposes, Personnel must only make donations on behalf of the Company to charitable organisations previously approved by the Company and within approved financial limits (as per the Company's *Delegation of Authority Policy (APC-AD-FN-PY-0001)*).

A list of approved charitable organisations is to be maintained by the Board and provided upon request.

### 7.5 Interactions with Officials and Third Parties must be Compliant

- (a) All interactions with Officials, Third Parties and Business Associates must comply with this *ABAC Policy*, and the Company and Personnel must not take any actions, whether direct or indirect, which create the appearance of impropriety regardless of whether there is any improper intent behind their actions.
- (b) The prohibitions under this *ABAC Policy* include a prohibition on Personnel using personal funds to undertake any interaction or transaction that is prohibited under this Policy.

### 7.6 Gifts, Entertainment and Hospitality

Employees must declare and report Gifts, Entertainment and Hospitality, either offered or accepted and valued at A\$50 or more.

Personnel should notify their manager (as outlined below) of the fact that they have received the Gift, Entertainment and Hospitality and must make the notification within five (5) working days of receiving/being offered the Gift, Entertainment and Hospitality. If it is known in advance, the receipt of the Gift, Entertainment and Hospitality should be discussed with an individual's manager prior to acceptance. Gifts, Entertainment and Hospitality should not be accepted on a recurring basis, or broken down into parts of less than A\$50 to avoid the reporting obligation.

For the purposes of this Policy:

- officers, employees (whether permanent, fixed-term or temporary), contractors and consultants should notify the Company's Managing Director & CEO;
- the Managing Director & CEO and directors should notify the Company Secretary, who will in turn refer to the Chair of the Board if considered necessary; and
- the Chair should notify the Board through the Company Secretary.

Gift, Entertainment and Hospitality expenditure that is reasonable and proportionate is allowable, provided it complies with the following:

- (a) made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;

- (b) no obligation – it does not place the recipient under any obligation;
- (c) no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such a transaction;
- (d) made openly – if made secretly and undocumented then the purpose will be open to question;
- (e) reasonable value – its size is small and in accordance with general business practice;
- (f) appropriate – its nature is appropriate to the relationship;
- (g) at ‘arm’s length’ – all transactions and gifts should be at an ‘arm’s length’ basis with no special favours and no special arrangements;
- (h) legal – it complies with relevant laws; and
- (i) documented – the expense or gift, if valued at A\$50 or more, is fully documented. The Company Secretary is responsible for recording all Gifts, Entertainment and Hospitality offered in the *Gift, Entertainment and Hospitality Register (APC-CP-BG-RG-0001)*.

The following circumstances are never acceptable:

- (a) gifts in the form of cash or cash equivalent vouchers or gift certificates;
- (b) ‘quid pro quo’ (a benefit or advantage offered for something in return);
- (c) entertainment of a sexual or similarly inappropriate nature; and
- (d) making incomplete, false or inaccurate entries in the Company’s books and records in relation to any Gift, Entertainment and Hospitality.

### **7.7 Documentation and Recordkeeping**

- (a) As part of the Company’s commitment to open and honest business practice the Company maintains accurate books of account and records.
- (b) The Company must keep accurate and complete records of all business transactions:
  - i) in accordance with generally accepted accounting principles and practices;
  - ii) in accordance with the Company’s accounting and finance policies; and
  - iii) in a manner that reasonably reflects the underlying transactions and events.
- (c) It is the responsibility of all Personnel to ensure that all business transactions are recorded honestly and accurately and that any errors or falsification of documents are promptly reported to the appropriate member of the senior management team, and corrected. No accounts are to be kept “off the books” to facilitate or conceal improper payments.



**7.8 Reporting Violations and Suspected Misconduct**

- (a) Any Personnel or stakeholder who believes that a violation of this Policy or any laws has been committed, is being committed, or is being planned, should report the matter immediately to the Board.
- (b) If anyone is unsure whether a particular act constitutes Bribery, a Facilitation Payment, Secret Commission, Money-laundering or an improper Item of Value, or has any other queries, they should ask the Board.

**7.9 Protection**

- (a) The Company prohibits retaliation against anyone reporting such suspicions.
- (b) Personnel who wish to raise a concern or report another's wrongdoing, or who have refused pressure to either accept or offer a bribe, should not be worried about possible repercussions. The Company encourages openness and will support any Personnel who raise genuine concerns in good faith under this *ABAC Policy*.
- (c) If you are not comfortable, for any reason, with speaking directly to the Board, the Company's *Whistleblower Protection Policy (APC-CP-BG-PY-0007)* affords certain protections against reprisal, harassment or demotion for making a report.

**8. MONITORING AND REVIEW**

- (a) Material breaches of this *ABAC Policy* will be reported to the Board or the Audit & Risk Committee.
- (b) The Board will monitor the content, effectiveness and implementation of this Policy on a regular basis. There may also be independent reviews taken from time to time. Any findings, updates or improvements identified will be addressed as soon as possible.
- (c) Personnel are invited to comment on this *ABAC Policy* and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Board.

**9. REFERENCES**

- ASX Corporate Governance Council Corporate Governance Principles & Recommendations – 4<sup>th</sup> edition
- *Crimes Legislation Amendment (Combatting Corporate Crime) 2019* (Cth)
- *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) 2015* (Cth)
- *Criminal Code Act 1995* (Cth)
- Governance Institute of Australia – *Good Governance Guide: Issues to consider when developing a policy on bribery and corruption*